

LAW OFFICES OF RANDALL S. WAIER
Randall S. Waier, CSB 75430
20241 Birch Street, Suite 103
Newport Beach, CA 92660
(949) 476-2511

Attorneys for Defendants Ubiquity, Inc.; Chris Carmichael; Connie Carmichael;
Brenden Garrison; Henry Blessley; and Nicholas Mitsakos

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

Kay Strategies, Inc., a Nevada
corporation, **Makaiwi & Associates, Inc.**,
a Nevada corporation, **Result**
Corporation, a Nevada corporation,

Plaintiffs,

vs.

Ubiquity, Inc., a Nevada corporation,
Chris Carmichael, an individual, **Connie**
Carmichael, an individual, **Brenden**
Garrison, an individual, **Henry Blessley**,
an individual, **Nicholas Mitsakos**, an
individual, **Gregg E. Jacklin**, an
individual, **Szaferman, Lakind,**
Blumstein & Blader, P.C., a New Jersey
professional corporation,

Defendants.

CASE NO. 15CV2720-H-DHB

DECLARATION OF CONNIE
JORDAN (CARMICHAEL) IN
SUPPORT OF THE MOTION TO
DISMISS
[FRCP Rule 12(b)6]

1 I, *Connie Jordan (Carmichael)*, declare:

2 1. I am the Executive Vice-President and a board member of Ubiquity,
3 Inc. (“Ubiquity”). I also am a defendant in this litigation. I have personal
4 knowledge of all facts set forth in my declaration. If called upon to do so, I would
5 and could competently testify thereto. My office is located at Ubiquity’s corporate
6 headquarters at 9801 Research Drive, Irvine, California.
7

9 2. In connection with the settlement and release agreement dated
10 February 25, 2015, Ubiquity Inc. caused to be issued to Kay Strategies, Inc.
11 600,000 shares of Ubiquity common Stock on March 3, 2015 through V Stock
12 Transfer, LLC as represented in the book entry dated March 3, 2015.
13

14 3. On *March 10, 2015*, Ubiquity’s Chief Financial Officer, Brenden
15 Garrison, received confirmation from Christopher Weeks, by way of an e-mail,
16 acknowledging the issuance of the 600,000 shares of Ubiquity stock on V-Stock’s
17 general ledger. V-Stock is Ubiquity’s transfer agent in New York. An accurate
18 copy of that March 10th e-mail is attached hereto as Exhibit “1.”
19

20 4. On *July 16, 2015*, V Stock Transfer LLC issued Kay Strategies, Inc.
21 Certificate number 1267 representing the 600,000 shares referenced in the February
22 25, 2105 settlement agreement. Attached hereto as Exhibit “2” is the “proof of
23 Mailing” by V-Stock of the issuance of the 600,000 shares.
24
25
26
27
28

1 5. In connection with the Settlement Agreement dated July 3, 2015,
2 Ubiquity caused 5,000 shares to be issued to Kay Strategies, Inc. on that date.
3 Attached hereto as Exhibit "3" is a redacted V Stock Transfer "Total Holder
4 Report" for the account of Kay Strategies disclosing that on July 3, 2015, 5000
5 shares issued to Kay Strategies were entered by way of a book entry by the transfer
6 agent.
7

8
9 6. At no time has Kay Strategies ever offered to restore these shares to
10 Ubiquity.
11

12 I declare under penalty of perjury under the laws of the United States that the
13 forgoing is true and correct. Executed at Irvine, California, on June 3, 2016.
14

15
16 
17 Connie Jordan (Carmichael)
18
19
20
21
22
23
24
25
26
27
28

CERTIFICATE OF SERVICE

I hereby certify that counsel of record for the Plaintiff's are being served with
a copy of this document via electronic mail on this 3rd day of June, 2016.

/s/ Randall S. Waier